



NASD Regulation, Inc.  
15201 Diamondback Drive  
Rockville, MD 20850-3389

301-590-6500

F96000006443

December 12, 1997

Florida Secretary of State  
Division of Corporation  
P O Box 6327  
Tallahassee, FL 32314

800002372138--6  
-12/15/97-01072-001  
\*\*\*\*105.00 \*\*\*\*\*35.00

RE: Not for Profit Status of NASD Regulation, Inc.  
FEIN 52-1959501

Gentlemen:

With regard to the letter sent to you on September 2<sup>nd</sup>, 1997 requesting information to amend the status of NASD Regulation, Inc. to conduct business in your state as "not for profit," the necessary forms are completed and enclosed.

These forms are completed per your instructions in order to correct the status of NASD Regulation, Inc. from "for profit" to "not for profit." The Corporation's business is still in existence, we are only changing the status.

Should you have any questions concerning the completed forms, please do not hesitate to contact me directly at (301) 590-6553. Your prompt attention to make this correction is appreciated.

Sincerely,

*Pat Mistry*

Pat Mistry  
Tax Compliance Assistant  
Tax & Benefits

To: Grace Daniell

VS DEC 19 1997

*Wither*

97 DEC 15 PM 2:47  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

NASD Regulation, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

**FILED**  
97 DEC 15 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

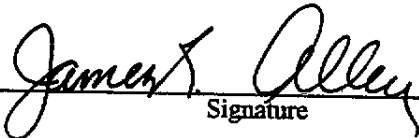
15201 Diamondback Drive

(Mailing Address)

Rockville, MD 20850-3389

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Sr. Vice President & Treasurer

Title

James R. Allen

Typed or printed name

11/15/97

Date